

**Meeting of Council
7 April 2015
Banks Building**

Minutes

Attendance

Present: Lesley Jackman (Chair), Jan Finley, Dennis Ayliffe, Marion Jones, Rita Maclachlan, Ian Primrose, Sue Serjeantson.
Ex officio: Peter Byron, David Coutts, Barbara Podger.
Apologies: Christianna Cobbold, Barbara Tyler, Glenys Bishop, Rosella Hampshire, Alan Munns, Judy West Steve Speer.

1. Opening

The meeting was opened by the Friends' President, Lesley Jackman, at 2:30 PM.

2. Minutes of Council

2.1 Meeting day Month 2015

Resolution: Council confirms the minutes of the 3 March 2015 meeting.

Proposed: Jan Finley. *Seconded:* Ian Primrose. **Carried.**

2.2 Out of session resolution - Growing Friends facility refurbishment

The Project Committee's paper on selection of a preferred tender for the refurbishment of the Growing Friends facility was supported by Council out- of- session. Work is expected to commence 18 May.

3. Matters arising from February 2015 Meeting Minutes

3.1 Green Army application

The Green Army application has been submitted, notification of the outcome is expected in May. If it is successful, the Green Army volunteers will commence in July building a section of the walking path to the Arboretum, and also carry out weed control and plant restoration.

4. General Business

4.1 Strategic Planning

The current Strategic Plan 2010-15 is nearing completion and a new Strategic Plan will be developed in the latter half of 2015. This will include: a review of the current plan, updating and rewriting a contemporary document. Suggestions for the review should be provided to Jan Finley who will include them for future discussion.

4.2 Public art

- Council was provided with the final report prepared by the consultant Pamille Berg on a feasibility study for commissioning a tree house gazebo in the Melaleuca swamp in section 13 of the Gardens. The final report has revised the projected budget from \$150,000 in the draft report to \$200,000. Council at its March meeting gave in principle support for the proposal included in the draft report.
- The Chair sought elected and co-opted members' views on the merits of the proposal, risks for the Friends in proceeding and funding options (whether for example the Friends might underwrite the cost of the project or agree on a capped contribution as a basis for seeking matching funds from other sources).
- The proposed structure was generally agreed to be an exciting contribution to the ANBG that would engage younger visitors, be educational, interactive and an iconic emblem for the ANBG that would encourage a greater number of visitors. It was also noted that the likely cost of the project would present

some risks, which would first need to be assessed and treatments identified in a structured manner. The scope of the project would also require a new level of effort for the Friends, for which a sustainable model would need to be developed, and this would take some time to achieve.

- The Friends' previous experience with other public art projects was noted - the sundial in the rock garden, the cascades near the VIC, the rock garden shelter, the Red Centre Gardens pavement artwork. Unlike the RCG artwork this project represented an established model of construction.
- On funding, views were broadly divided into two lines of thought. A number were in favour of a capped contribution (at around \$100,000) for which matching funding would be sought. This would be a way of limiting the risk to the Friends while also allowing the project to proceed. As there is no approved design, one option was floated of proceeding to the next step of an initial design phase which would aim to produce a design that could be shown to prospective funders. However, this course of action is not recommended by the consultant responsible for the feasibility study.
- Another body of opinion supported the feasibility study recommendation that the Friends underwrite the project, with the levels of underwriting discussed ranging from \$150,000 up to \$250,000. A 'leap of faith' would be necessary. In the view of some, if the Friends were to underwrite the project fully, this would act as an incentive for fundraising for similar works in future. Several speakers considered the Friends had adequate funds to do this, having recently set aside money for a large project; it was also noted that this might reduce the funds (around \$50,000pa) that would otherwise be available to the ANBG through the Project Committee. There was some related discussion of how underwriting might work in practice.
- The new ANBG Partnership Development Manager recommended consideration be given to a fundraising campaign targeting the Friends, drawing on her previous experience at the National Gallery of Australia Foundation. The NGA used to underwrite the purchase of a designated work of art and would invite the Members to contribute. The NGA would produce a brochure for the fundraising campaign that would explain the importance of the artwork and run a direct mail campaign to its Members. One difference with the ANBG public art project is that the work of art is a finished product but in this case it would be possible to agree on a design that could be sent out to the Friends in a fundraising campaign.
- Peter Byron outlined the way in which the ANBG would see the public art project working. He confirmed that the ANBG was keen on public art and its role would be one of project management, although it would not be able to do this until July, which would provide time to deal with governance arrangements. Craig Cosgrove would develop a project plan which would need to be considered by the Department of the Environment and the National Capital Authority; this could take some time. The ANBG would be happy to work with Pamille Berg on the project; she is highly respected and has much experience in working with the Commonwealth.
- His view was that the Friends would either need to provide the funds upfront or do fundraising first. He considered that \$150,000 would not be enough and that the project would need at least \$200,000, with \$250,000 as a desirable upper limit. As far as the ANBG was concerned, the project would need to be 100% fully-funded by sources other than the ANBG.
- Council agreed that:
 - The Treasurer in conjunction with Ian Primrose will prepare a paper on the Friends cash flow, projected income and expenses.
 - Lesley Jackman, Jan Finley and Ian Primrose will consider corporate governance and process issues and additional funding options, also for May.
 - Annalisa Millar will draw up a draft campaign strategy for raising additional funds.
 - Barbara Podger will ascertain the extent of the Public Fund's support for the project (the Public Fund will meet in June).

Resolution: Council resolved to undertake a full financial assessment and risk analysis to inform the way forward for its in principle support for the proposed tree house gazebo project. This includes:

- A full assessment of the Friends financial situation, both current and projected (Marion Jones and Ian Primrose) prepared for the May meeting.
- A detailed assessment of corporate governance, process related issues and funding options (Lesley Jackman, Jan Finley, Ian Primrose) also prepared for the May meeting.
- Fully scoped methods and timeline for raising additional funds for the commission (Annalisa Millar).
- Consultation with the Friends Public Fund on what it may consider contributing to the proposal (Barbara Podger).

5. Reports

5.1 Acting ANBG Executive Director/General Manager

- Masterplan draft concept drawings for the central core and new core precinct facilities are being reviewed. These include the car park, new visitors centre, new cafe and function facilities, new conservatory, new nature play terrace to childrens' play area, new large events lawn and wedding garden.
- Capital works include the Seed Bank building retrofit, refurbishment of the public toilets in the administration building and road works around the Red Centre Garden.
- The ANBG's new Partnership and Development Manager, Annalisa Millar was introduced to Council members. She was invited to stay for Council's discussion on the recommendations of the Public Art Feasibility Study Report as her experience and new ANBG role for sponsorships, partnerships and fund raising will be important in informing Council's considerations for funding public art in the ANBG.

5.2 Treasurer

5.2.1 Financial Report

The Treasurer noted that :

- the Friends made a net profit of \$9,773 from the Summer Concerts after paying the \$30,000 grant to the ANBG; and
- Sales for the Botanical Art Group exhibition are going well.

Resolution: Council accepts the financial statement for February 2015.

Proposed: Jan Finley. *Seconded:* Sue Serjeantson. *Carried*

5.2.2 Assistant Treasure role

Expressions of interest from Friends for the role of a volunteer Assistant Treasurer have been sought and have not been successful. Council supported a proposal to seek two people to support the Treasurer with banking membership subscriptions and other income associated with occasional Friends activities such as summer concerts, or plant and art sales, and recording income.

5.2.3 Constitution Sub-committee

The review of the Constitution is progressing well, it is anticipated the first draft of the new Constitution will be finalised for Council's consideration towards the end of May. Council made decisions on the following issues which will allow outcomes in the new Constitution. These were:

- *Redrafted Purposes and Objectives:* The current Constitution has Objects only, whereas similar more contemporary constitutions are set out in the form of Purposes and Objectives. Purposes are broad aims and objectives are more specific means of achieving and supporting those purposes. It was agreed that the redrafted Objectives and Purposes be considered by Councillors and comments sent to Jan Finley by mid April 2015.
- *Proxy Voting:* Council discussed and agreed that proxy voting, and other forms of absentee voting, remain prohibited. At a future Constitutional review such provisions should be reconsidered to reflect the circumstances of the time.
- *Special General Meeting Clause 6.2(b):* Council discussed and agreed to increase the number of voting members in this clause from at least ten (10) voting members to 25 or 5% of the membership, whatever is the less.
- *Membership Application Procedure:* At present there is no provision dealing with the membership application procedure. Council discussed options and agreed to insert a new provision which will enable the Friends to continue handling applications in much the same way as is done presently.
- *Executive Committee and its functions:* There is no role for the Executive Committee of Council in the current Constitution. Council agreed to the following inclusion noting this would be in accordance with the provisions of Out of Session Meetings that will be included in the new Constitution:
The role of the Executive Committee be specified in the new Constitution as:
 - (a) administer the day-to-day business of the Friends between Council meetings; and
 - (b) if a matter is urgent, and must be decided before the next meeting of Council, seek Council members' views through an out of session meeting.

5.2.4 Friends Group Reports

5.3.1 Membership

The March Membership Report noted that individual members stand at 1979.

5.3.2 Photographic Group

- The Friends Photographic Group (PG) is in the last weeks of preparation for an exhibition of its works that will run from late May to late June in the Visitors Centre. The PG plans to sell its exhibits in a similar manner to that of the Friends Botanic Art Group and will need to mount a more logistically complex effort than with its first exhibition in early 2014. Council agreed the PG should provide an update, preferably before the May Council meeting on arrangements for the exhibition, in particular addressing any elements that it is proposed would involve Friends expenditure and therefore require a decision from Council.
- The first exhibition, held in early 2014, consisted of exhibits of images taken in the Gardens. At its November 2014 meeting Council approved a request from the PG for permission to include some photographs of native flora and fauna taken at locations other than the Gardens. This decision was consistent with the objectives of the PG that were approved by Council, in consultation with the PG in 2011, in particular the provision about improving 'community awareness of native flora' without requiring this to be confined to the ANBG.
- Recently some PG members have expressed their opposition with the scope not being confined to the ANBG. The PG has explained that it made the approach to Council last year without first seeking the broad views of the group through a vote and has asked Council its view on the way forward in light of this opposition. The PG considers the number of exhibits taken at locations outside the ANBG will be very low.
- Council considered in view of the exhibition taking place in less than 2 months that it is preferable to maintain current arrangements for the scope of exhibited subjects. However, Council agreed that after the exhibition the PG should hold a vote on this issue and, depending on the result of the vote, put a submission to Council on any alterations that may be thought necessary to the Group's objectives.

Resolution: Council resolved that:

1. The Photographic Group should provide an update prior to the May Council meeting on exhibition arrangements, addressing any elements that would involve Friends' expenditure.
2. Current arrangements for the scope of exhibited subjects should be maintained in view of the exhibition taking place in less than 2 months.
3. the Photographic Group should hold a vote on this issue after the exhibition and, depending on the result of the vote, put a submission to Council on any alterations that May be thought necessary to the Group's objectives.

5.3.3 Plant Science Group

- Council noted that the Friends Plant Science Group (PSG) is interested to explore options for a role in supporting scientific research conducted by the ANBG. About 18 members (some with botanical and ecological research expertise) have expressed interest in a deeper level of involvement with the ANBG's activities should opportunities arise. The ANBG has identified a possible project of an ecological review of flora and fauna in the southern annex. The view is that this could be largely undertaken by the PSG with support from ANBG staff and would involve a literature review of previous studies and also on-ground mapping of major plant communities and rare species. Further information will be provided after a meeting with the ANBG expected to be held in mid May.

5.3.4 Major Events Planning

5.3.4.1 Social Events and Activities Committee report

- The report noted the highly successful summer events attendances : Friends Silver Anniversary dinner (83), Luminous Botanicus, Enlighten (1209, sold out), Luminous Botanicus event for Friends around the Lake and Friends of the ANBG (100).
- The Committee is to consider the sustainability of the call on volunteers (particularly guides) for summer events and how to encourage the broader Friends membership to volunteer.
- Future events include an early Morning Walk with the Birds (12 April), a visit to the National Library of Australia (17 June).

5.3.4.2 Major Events Working Group

